

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

November 20, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Morton L. Topfer
 One Dell Way
 TX, Round Rock 78682
2. Issuer Name and Ticker or Trading Symbol
 Dell Computer Corporation (DELL)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 11/19/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D	Price	
Common Stock	11/19/2002	M	43510	A	\$21.72	
Common Stock	11/19/2002	S	62065	D	\$28.32	
Common Stock	11/19/2002	S	32935	D	\$28.340500	148980
Common Stock						16925

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction	4.	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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	Derivative Security	Exercise Date	Code	Amount	DA	Exercisable	Expiration Date	Title and Number of Shares			
Nonqualified Stock Option	Opt	\$21.72	11/19/2002	M	43510	D	1	3/23/2011	Common Stock	43510	N/A
Nonqualified Stock Options	Opt	\$28.899					2	7/17/2008	Common Stock		
Nonqualified Stock Options	Opt	\$28.899					2	7/17/2008	Common Stock		
Nonqualified Stock Options	Opt	\$30.43					2	3/26/2009	Common Stock		
Nonqualified Stock Options	Opt	\$44.6875					2	9/23/2009	Common Stock		
Nonqualified Stock Options	Opt	\$45.90					2	3/24/2010	Common Stock		

Explanation of Responses:

1. Exercisable on 3/23/2003.
2. Currently exercisable.
3. Due to the reporting person's retirement as an employee of the Company, these options will expire on February 1, 2005.